

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION AT DAYTON**

<b>M. CHRISTOPHER LOCKHART, <i>et al.</i>,</b>	:	<b>CASE NO. 3:19cv405</b>
<b>Plaintiffs,</b>	:	
<b>v.</b>	:	<b>JUDGE WALTER H. RICE</b>
<b>JACK GARZELLA, <i>et al.</i>,</b>	:	
<b>Defendants.</b>	:	

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**OPINION SUSTAINING IN PART AND OVERRULING IN PART MOTION TO  
DISMISS PLAINTIFFS' AMENDED COMPLAINT FILED BY DEFENDANTS JOHN  
BRENT HENRIKSEN AND CFO SOLUTIONS, LC, d/b/a ADVANCED CFO  
SOLUTIONS, LLC, (DOC. #43) AND JOINED BY DEFENDANTS JACK GARZELLA  
AND JOHN WOOTEN (DOCS. ##46, 47); FULL DECISION AND ENTRY  
CONTAINING REASONING AND CITATIONS OF AUTHORITY TO FOLLOW NOT  
LATER THAN CLOSE OF BUSINESS ON THURSDAY, APRIL 7, 2022**

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For reasons to be set forth in a full Decision and Entry to be filed by the close of business on Thursday, April 7, 2022, the Court SUSTAINS IN PART and OVERRULES IN PART the Motion to Dismiss Plaintiffs' Amended Complaint, Doc. #43, which was filed by Defendants John Brent Henriksen and CFO Solutions, LC, d/b/a Advanced CFO Solutions, LLC, and was joined by Defendants Jack Garzella and John Wooten, Docs. ##46, 47.

As a result of this Opinion, all claims set forth in the Amended Complaint, Doc. #39, remain for trial, save and excepting any claim for breach of fiduciary duty asserted in Count II by a Plaintiff in his capacity as a member of the FSL Board of Directors, Plaintiffs' claim for breach of fiduciary duty in Count III for any Plaintiff who was a non-shareholder and holder of an FSL promissory note and for Plaintiffs' claim in Count IV for unjust enrichment.

March 31, 2022

A handwritten signature in blue ink, appearing to read "Walter H. Rice", is written above a horizontal line.

WALTER H. RICE, JUDGE  
UNITED STATES DISTRICT COURT